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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

SIPA LIQUIDATION

Case No. 08-01789 (BRL)  
(Substantively Consolidated)

Appeal No.: \_\_\_\_\_

In re:

BERNARD L. MADOFF,

Debtor.

**DECLARATION OF SEANNA R. BROWN, ESQ., IN SUPPORT OF THE  
MEMORANDUM OF LAW OF IRVING H. PICARD, TRUSTEE, AND BAKER &  
HOSTETLER LLP IN OPPOSITION TO MOTION OF DIANE AND ROGER PESKIN  
AND CERTAIN OTHER CUSTOMERS FOR LEAVE TO APPEAL**

I, Seanna R. Brown, Esq., of full age, hereby declare as follows:

1. I am associated with the law firm of Baker & Hostetler LLP, counsel to Irving H. Picard, as Trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC (“BLMIS”) under the Securities Investor Protection Act, 15 U.S.C. § 78aaa *et seq.* (“SIPA”), and the substantively consolidated estate of Bernard L. Madoff.

2. As an attorney of record, I am fully familiar with this case and the facts set forth herein. I submit this Declaration to place before this Court true and correct copies of documents relevant to the brief of Irving H. Picard, Trustee for the SIPA Liquidation of BLMIS, submitted in opposition to the motion of Diane and Roger Peskin and certain other customers for leave to appeal.

3. Attached hereto as Exhibit A is a true and correct copy of the transcript from the Hearing of August 6, 2009 on First Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from December 15, 2008 to April 30, 2009.

4. Attached hereto as Exhibit B is a true and correct copy of the Memorandum Decision and Order issued by the Hon. Judge Daniels, Misc. Matter M-47 (GBD) (S.D.N.Y. Jan. 11, 2010), denying Movants Peskins and Ebel motion for leave to appeal the First Interim Fee Order (as defined in the Trustee’s Memorandum).

5. Attached hereto as Exhibit C is a true and correct copy of the transcript from the Hearing of December 17, 2009 on Second Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from May 1, 2009 to September 30, 2009.

6. Attached hereto as Exhibit D is a true and correct copy of the transcript from the Hearing of May 5, 2010 on Third Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from October 1, 2009 to January 31, 2010.

7. Attached hereto as Exhibit E is a true and correct copy of the Opinion and Order issued by the Hon. Shira A. Sheindlin, Misc. Matter M-47 (SAS), reported at *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, 2010 U.S. Dist. LEXIS 81492 (S.D.N.Y. Aug. 6, 2010), denying Movants Peskins and Ebel motion for leave to appeal the Third Interim Fee Order (as defined in the Trustee's Memorandum).

8. Attached hereto as Exhibit F is a true and correct copy of the transcript from the Hearing of September 14, 2010 on Fourth Application for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from February 1, 2010 to May 31, 2010.

9. Attached hereto as Exhibit G is a true and correct copy of the Press Release of Department of Justice, United States Attorney's Office, Southern District of New York, "MANHATTAN U.S. ATTORNEY ANNOUNCES AGREEMENT TO RECOVER \$7.2 BILLION FOR VICTIMS OF BERNARD L. MADOFF'S PONZI SCHEME FROM THE ESTATE OF JEFFRY M. PICOWER," dated December 17, 2010.

Pursuant to 28 U.S.C. § 1746, I hereby declare that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: January 11, 2011

Respectfully submitted,

/s/ Seanna R. Brown

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